

RECORDATION NO. 29249 **FEB**

MAY 05 '10 -10 00 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 5, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 14, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Macquarie Rail Inc.
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

Lessee: Preferred Rocks of Genoa, LLC
34495 State Highway 22
Genoa, NE 68640

Section Chief
May 5, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

99 covered hopper railcars MQRX 20001 - MQRX 20100, except 20041.

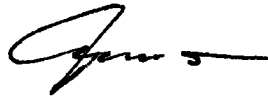
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W Alvord

RWA/sem
Enclosures

RECORDATION NO. 29249 FILED

MAY 05 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")

AND

PREFERRED ROCKS OF GENOA, LLC
("LESSEE")

5/5/10
[DATE OF MEMORANDUM]

THIS MEMORANDUM OF LEASE is dated as of April 1, 2010 by and between
MACQUARIE RAIL INC., a Delaware corporation, ("**Lessor**") and PREFERRED ROCKS OF
GENOA, LLC, a Delaware limited liability company ("**Lessee**").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor ninety-nine (99) 3,250 cubic foot capacity covered hopper railcars (286,000 GRL) (each, a "**Car**") bearing marks and numbers as follows:
MQRX 20001 through MQRX 20100, except MQRX 20041
2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written

Lessor: MACQUARIE RAIL INC


I, [Signature] (name of signor), certify that I am President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By [Signature]
Title [Signature]
Date 4/19/10

I, MARK BRECHT (name of signor), certify that I am Senior Vice President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below

By [Signature]
Title SVP - Operations
Date 4-19-2010

Lessee: PREFERRED ROCKS OF GENOA, LLC, a Delaware limited liability company
I, Thomas J. Doyle (name of signor), certify that I am SVP (title of office)
of PREFERRED ROCKS OF GENOA, LLC, a Delaware limited liability company, that the seal
affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument
was signed and sealed on behalf of the corporation by authority of its Board of Directors, and
that I acknowledge that the execution of the foregoing instrument was the free act and deed of
the corporation. I further declare (certify, verify or state) under penalty of perjury ("under the
laws of the United States of America" if executed outside the United States of America) that the
foregoing is true and correct Executed on date indicated below

By: 
Title: Thomas J. Doyle
Date: Senior Vice President

STATE OF ILLINOIS

COUNTY OF COOK

On this fifth day of April, 2010, before me personally appeared Harry Zander
and Mark Brecut to me personally known, who being by me duly sworn,
says that they are the Senior Vice President and Senior Vice President of
Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and
he acknowledged that the execution of the said instrument was his free act and deed.



Maria Pesko
NOTARY PUBLIC

My commission expires: 3/26/11

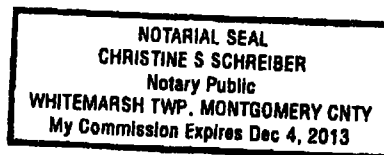
COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

On this 5th day of April, 2010, before me personally appeared _____, to
me personally known, who being by me duly sworn, says that he is the _____
of PREFERRED ROCKS OF GENOA, LLC, a Delaware limited liability company that the
foregoing instrument was signed on behalf of said company, and he acknowledged that the
execution of the said instrument was his free act and deed

Christine S. Schreiber
NOTARY PUBLIC

My commission expires



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated.

5/5/10



Robert W Alvord